

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

**In re:** ) Chapter 11  
 )  
**W. R. GRACE & CO., et al.,<sup>1</sup>** ) Case No. 01-1139 (JKF)  
 )  
**Debtors.** ) Jointly Administered  
 )  
 )

**EXHIBIT BOOK TO FIRST AMENDED JOINT PLAN  
OF REORGANIZATION AND DISCLOSURE STATEMENT AS OF FEBRUARY 27, 2009**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby file this exhibit book (the “Exhibit Book”) in conjunction with the filing of the *First Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., et al., The Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants’ Representative, and the Official Committee Of Equity Security Holders Dated as of February 3, 27, 2009* (as it may be amended or supplemented, the “Plan”) and accompanying disclosure statement (as it may be amended or supplemented, the “Disclosure Statement”). The Exhibit Book contains the following documents:

<b><u>Document Title</u></b>	<b><u>Exhibit No.</u></b>
First Amended Joint Plan of Reorganization.....	1
Asbestos PI Trust Agreement.....	2

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace 11, Inc., Creative Food ‘N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal 11, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

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Document 2	file:///C:/data/Grace 2-27 Clean/Exhibit Book ToC.doc
Rendering set	Basic K&E

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Redline Summary:		
No.	Change	Text
1	Insertion	REORGANIZATION AND...AS OF FEBRUARY 27, 2009
2-3	Change	"Security Holders Dated as...amended or supplemented," changed to "Security Holders Dated as...amended or supplemented,"
4-5	Change	"Schedule of Settling" changed to "Schedule of Settled"

Statistics:	
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Deletions	2
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Format changed	0
Total changes	5

